

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

04-19-2001



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4-001
Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Al's and Grand Auto Supply, Inc.**

- Individual(s)
- General Partnership
- Corporation-State (WA)
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: CSK AUTO, INC.
 Internal Address: _____
 Street Address: 645 E. Missouri Avenue
 City: Phoenix State: AZ ZIP: 85012

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 31, 1999

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Arizona
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:

(Designation must be a separate document from Assignment) Yes No

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/317,132 ; 75/317,133 ; 75/317,134 ; 75/317,135 ; 75/179,688 ; 75/387,554 ; 75/621,679

B. Trademark Registration No.(s) 1,939,055 ; 1,920,087 ; 1,204,315 ; 1,223,060 ; 1,232,522 ; 1,891,875 ; 1,812,497 ; 1,795,488 ; 1,463,238

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jason A. Cohen, Esq.
 Internal Address: Simpson Thacher & Bartlett

 Street Address: 425 Lexington Avenue

 City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 16

7. Total fee (37 CFR 3.41): \$415.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jason A. Cohen, Esq.  4/5/01
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 10

04/18/2001 6TOM11 00000188 75317132

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 OP
375.00 OP

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

ARTICLES OF MERGER

to

AL'S AND GRAND AUTO SUPPLY, INC.

a Washington Profit corporation,

were filed for record in this office on the date indicated below.

Merged into CSK AUTO, INC. (An Arizona corp. qualified in Washington)

UBI Number: 600 410 633

Date: February 17, 2000



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in black ink, appearing to read "Ralph Munro".

Ralph Munro, Secretary of State
2-305766-4

ARTICLES OF MERGER
MERGING

AL'S AND GRAND AUTO SUPPLY, INC.
(a Washington corporation)
into
CSK AUTO, INC.
(an Arizona corporation)

FILED
STATE OF WASHINGTON
u
FEB 17 2000

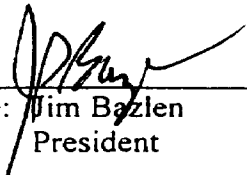
Pursuant to the provisions of Sections 23B.11.070 and 23B.11.050 of the Washington Business Corporation Act (the "Act"), the undersigned, being the duly appointed President and Secretary of CSK Auto, Inc., do hereby certify that:


RALPH MUMFORD
SECRETARY OF STATE

1. The name and place of each constituent entity is as follows:
 - (i) CSK Auto, Inc., an Arizona corporation; and
 - (ii) Al's and Grand Auto Supply, Inc., a Washington corporation.
2. The name of the surviving corporation is CSK Auto, Inc., a corporation organized and governed by the laws of the State of Arizona ("CSK"). Its address is 645 E. Missouri Avenue, Phoenix Arizona 85012.
3. CSK owns 100% of the issued and outstanding capital stock of Al's and Grand Auto Supply, Inc. (the "Disappearing Corporation") and as such, and in accordance with Section 10-1104 of the Business Corporation Act of the State of Arizona and Section 23B.11.040 of the Act, the approval of the shareholders of CSK and the Disappearing Corporation, respectively, is not required.
4. A plan of merger, a complete copy of which is set forth in Exhibit A, by which the Disappearing Corporation merges into CSK (the "Plan of Merger") has been duly adopted by the Board of Directors of CSK, the sole shareholder of the Disappearing Corporation. Pursuant to Section 23 B.11.040 of the Act, approval of the Plan of Merger by the board of directors of the Disappearing Corporation is not required.
5. CSK, acting in its capacity as sole shareholder of the Disappearing Corporation has waived its right to receive by mail a copy of the Plan of Merger.
6. The merger of the Disappearing corporation into CSK shall be effective 11:59 p.m. Phoenix, Arizona time on December 31, 1999.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of December 31, 1999.

CSK AUTO, INC., an Arizona corporation

By: 
Name: Jim Bazlen
Title: President

By: 
Name: Loh Novatt
Title: Secretary

Handwritten:
File: 2-2-2000 - 81104
\$60.00 on 2-2-2000

EXHIBIT A

PLAN OF MERGER

OF

AL'S AND GRAND AUTO SUPPLY, INC.

INTO

CSK AUTO, INC.

PLAN OF MERGER
OF
AL'S AND GRAND AUTO SUPPLY, INC.
INTO
CSK AUTO, INC.

This Plan of Merger (the "Plan") is made and entered into as of December 31, 1999 by and between CSK Auto, Inc., an Arizona corporation ("CSK"), and Al's and Grand Auto Supply Inc., a Washington corporation (the "Subsidiary Corporation").

WHEREAS, CSK is a corporation organized under and governed by the laws of the State of Arizona, and its address is 645 E. Missouri Avenue, Phoenix, Arizona 85012;

WHEREAS, the Subsidiary Corporation is a corporation organized under and governed by the laws of the State of Washington;

WHEREAS, CSK is the sole owner of 100% of the issued and outstanding capital stock of the Subsidiary Corporation; and

WHEREAS, CSK and the Subsidiary corporation have determined that is advisable and in the best interests of such corporation and its stockholders that the Subsidiary Corporation merge with and into CSK upon the terms and conditions provided herein (the "Merger) and, pursuant to Washington Business Corporation Act Section 23B.11.040, the Board of Directors of CSK has approved and adopted this Plan.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual agreements herein contained and of the mutual benefits provided hereby, the parties hereto hereby agree as follows:

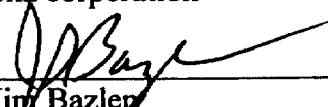
1. Merger. The effective time and date of the Merger shall be 11:59 p.m. Phoenix, Arizona time on December 31, 1999 (the "Effective Date"). Upon the Effective Date of the Merger, the Subsidiary Corporation shall be merged with and into CSK and the separate existence of the Subsidiary Corporation shall thereupon cease. CSK shall continue its corporate existence in the State of Arizona as the surviving corporation (the "Surviving Corporation") after the Effective Date of the Merger.
2. Certificate of Incorporation and Bylaws. The Certificate of Incorporation and Bylaws of CSK, as in effect immediately prior to the Effective Date, shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation without change or amendment until duly amended in accordance with the provisions thereof and applicable law.
3. Conversions of Shares. Upon the Effective Date by virtue of the Merger and without any action on the part of any holder thereof, each share and each certificate representing shares of the capital stock of the Subsidiary Corporation outstanding immediately prior thereto shall automatically be canceled.
4. Subsequent Action. If at anytime after the Effective Date it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in

order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of the Subsidiary Corporation the title to any property or any rights of the Subsidiary Corporation, or otherwise to carry out the provisions of this Plan, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of the Subsidiary Corporation and in its name to take such action and execute, deliver and file such instruments and documents.

5. Rights and Duties of CSK. On the Effective Date, CSK shall thereupon and thereafter possess all right, privileges, immunities, licenses, and permits (whether of a public or private nature) of the Subsidiary Corporation; and all property (real, personal and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to the Subsidiary Corporation shall continue and be taken and deemed to be transferred to and vested in CSK, without further act or deed; and CSK shall thenceforth be responsible and liable for all the liabilities and obligations of the Subsidiary Corporation.
6. Amendment of Termination. At any time prior to the Effective Date, this Plan may be amended or terminated and abandoned at the election of the board of directors of CSK.
7. Waiver of Mailing Requirement. CSK, the sole shareholder of all of the outstanding stock of the Subsidiary Corporation, has waived the requirement of Section 23B.11.040 of the Washington Business Corporation Act that a copy of this Plan be mailed to CSK. The waiver is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed as of the day and year first above written.

CSK AUTO, INC.
An Arizona corporation

By: 
Name: Jim Bazlen
Title: President

Al's and Grand Auto Supply, Inc.
A Washington corporation

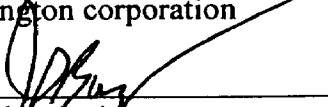
By: 
Name: Jim Bazlen
Title: President

EXHIBIT 1

WAIVER
OF
MAILING REQUIREMENT
OF
SOLE SHAREHOLDER
OF
AL'S AND GRAND AUTO SUPPLY, INC.

WAIVER
OF
MAILING REQUIREMENT
OF
SOLE SHAREHOLDER
OF
AL'S AND GRAND AUTO SUPPLY, INC.

In accordance with section 23B.11.040(3) of the Washington Business Corporation Act, the undersigned, being the sole shareholder of Al's and Grand Auto Supply, Inc., a Washington corporation, does hereby waive the right to receive a mailed copy or summary of the Plan of Merger entered into by Al's and Grand Auto Supply, Inc., and CSK Auto, Inc. on December 31, 1999.

Dated: December 31, 1999

CSK Auto, Inc.,
An Arizona corporation

By: _____

Name: Jim Bazlen

Title: President

Schedule A

Al's and Grand Auto Supply, Inc.

Trademarks

<u>Title</u>	<u>Reg. No./App. No.</u>
A WAREHOUSE OF PARTS IN EVERY STORE!	1,939,055
FOREVER WARRANTY	1,920,087
GRAND/AUTO	1,204,315
GRAND CUSTOM	1,223,060
GRAND PRO	1,232,522
MEDALIST	1,891,875
PARTS CONNECTION	1,812,497
PARTWISE	1,795,488
WEATHERGARD	1,463,238
AL'S	75/317,132
AL'S AUTO SUPPLY & Design	75/317,133
GRAND	75/317,134
GRAND & Design	75/317,135
PARTS CONNECTION	75/179,688
ROADWISE	75/387,554
SILVER WHEELS	75/621,679

Schedule A

Al's and Grand Auto Supply, Inc.

CopyrightsTitle

Whatever it takes.

Going the extra mile.

509265-0461-08111-999VKTAD-OTH

RECORDED: 04/06/2001

TRADEMARK
REEL: 002274 FRAME: 0651